

HM #38 - "HISTORY"
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FADE IN:

INT. RUINS OF SNAKE TEMPLE - NIGHT

Dramatic visuals in snake motif mark the remains and ruins of the Snake Temple <<as seen in Ep. 37> CAMERA FINDS KING HISS addressing his minions, as he holds the MEDALLION OF ASPIS:

KING HISS
Moonrise draws near -- and then we
shall set the snake god Aspis free!

TUNG LASHOR - steps closer.

TUNG LASHOR
We must tread carefully, my king.
Those Masters of the Universe are
out in force, searching everywhere
for us.

ON RATTOR - looking crafty.

RATTOR
Which is why I have dispatched
Kobra Khan to the surface. He will
draw their attention and create a
perfect diversion.

CLOSE ON RATTOR - he turns away and speaks to himself, as he smiles slyly and his tail RATTLES.

RATTOR
And should he be captured - it will
serve him right, for allowing me to
rot in that Eternian prison.

EXT. ROCKY TERRAIN, DARK HEMISPHERE - NIGHT

CLOSE ON KOBRA KHAN - running thru rocky terrain -- looking back over his shoulder. OS WINDRAIDER ENGINE FX

REVERSE - A WINDRAIDER is swooping down from over a hilly peak in pursuit.

INT. WINDRAIDER - CONT.

ADAM is piloting. FISTO is beside him.

FISTO (CONT'D)
There's our snake!

CRINGER is cowering in the backseat.

BACK ON SCENE - MOVING - KHAN is running thru rocky terrain. There are many narrow passes among the rocky craggy hills.

KOBRA KHAN
(bitter) General Rattlor thinks to
sacrifice me to the defenders. He
underestimates the skill of Kobra
Khan.

KHAN smirks & races into a narrow pass <<too narrow for the Windraider wing span>>...

THE SKY - The Wind Raider soars downward, attempting to follow.

INT. WINDRAIDER - TIGHT - ADAM, FISTO - Adam yells as he jerks the controls.

ADAM
Hold on!

THE WIND RAIDER - It turns sideways, 90 degrees; allowing it to follow thru the pass. (its wings are now vertical)

OTHER END OF THE PASS - The Wind Raider flies out, straightens out, now that it's in a wider area...rocky hills around them.

FISTO
There!

THE WINDRAIDER - speeds above Khan, engages some weaponry -- about to fire, when...

KHAN - flares his neck -- and shoots ACIDY VENOM!

ANGLE - WINDRAIDER - the poison hits its wings, engine.
<SIZZLE. HISS OF ACID>

WIDE - THE WINDRAIDER loses control, veers and scrapes against a mountain, sparks shooting off it...a wing sheering off. It's gonna crash into a huge outcropping up ahead!

AT THE LAST SECOND - FISTO grabs Adam with his smaller arm -
- then leaps out of the Windraider...

EXT. ROCKY PRECIPICE - CONT.

FISTO leaps out, grabs a rocky precipice with his huge fist, Adam in his other arm...<they're about 30 yards up off the ground> as the Windraider smashes into the rock formation up ahead...in a BIG FIERY EXPLOSION!

ADAM and FISTO get caught in the blowback from the explosion -<due to the angle, it's Fisto who takes the brunt of the explosion>> and fall...it's a drop of about 30 yards.

LOW ANGLE - ADAM and FISTO hit the ground. Fisto winds up dazed and barely conscious.

WIDEN - nearby, the exploded Windraider hits the ground -- and has an EVEN BIGGER EXPLOSION. Huge flames fill the b.g.

ADAM - tries to revive Fisto, as he hears a HISSY sound coming from the flames.

DRAMATIC, SCARY - KOBRA KHAN - leaps out, thru the flames.

ADAM jumps up, lifts his sword -- whooshes it thru the air -
- then charges at KOBRA KHAN.

KHAN - ducks the sword attack, then spins, lightening fast and WHOMPS Adam with his tail...ADAM gets hurled -- his back hitting a rock formation --

ADAM
<2 impact GRUNTS>

ADAM is dazed, then his eyes widen to see: KHAN is charging at him. His neck flares... he shoots acid!

Suddenly, a huge fist ENTERS SHOT and the acid hits it instead.

KHAN looks over -- as we ADJUST ANGLE TO INCLUDE FISTO - he lifts his open palm which is sizzling from the acid.

FISTO
See this hand?

KHAN looks at it (the huge hand) and as he does...

FISTO -- does a roundhouse punch with his normal fist and WHOMPS KHAN...who goes flying.

FISTO smiles.

FISTO
Should've been watching the other
one.

KHAN - lying on the ground, quickly scoots/crawls several feet and dives into a crevice, escaping.

ADAM comes beside FISTO, and speaks into his comm unit.

ADAM
(into comm unit) Any Masters in the area, Kobra Khan is on the loose. ...and uh, we're gonna need a ride.

EXT. GRAY GARGOYLE INN - LATER THAT NIGHT

The Inn lies on a street in DarkHold. OLD MAN MARZO steps out the door. Looks for witnesses reaches into his coat; extracts a pouch. Shakes it, SFX: JINGLING COINS. He smiles, pleased, as he moves away from the inn.

OLD MAN MARZO
Witless barbarians. Easiest pockets I ever picked.

BARBARIAN #1 (OS)
Stop Thief!!!

MARZO - reacts alarmed and flees.

THE FRONT OF THE INN - 5 angry BARBARIANS rush away from the inn; pursuing Marzo.

A BUILDING - It marks the corner of a side street. Marzo rushes into frame, disappears around the corner as a flock of hurled axes and daggers thunk into the building.

EXT. THE BAZAAR (RE-USE MARKETPLACE SET) - NIGHT

Marzo rushes out an archway; turns down a row of stalls. (PLOT POINT - Various baskets, crates, barrels are around the stalls). The Barbarians rush out; follow, weapons in hand.

WIDE - With the Barbarians right behind him, Marzo suddenly veers left; runs under the counter of a stall. The Barbarians smash into it; bring the whole stall down on themselves.

MEDIUM - The Barbarians rise out of the rubble, look around, see nothing. Barbarian #1 gestures to them to spread out.

POV - LOW ANGLE - LONG - We watch Barbarian feet move away and disappear into streets leading out of the Bazaar.

REVERSE ANGLE - A LARGE BASKET, UPSIDE DOWN - It moves and Marzo is under it. He sets the basket to one side & gets up.

OLD MAN MARZO
<sly chuckles>

His chuckles cease in alarm <gasp>, when a hand enters frame, clamps on his shoulder. He glances behind him, smiles in relief. PULL BACK to reveal EVIL-LYN, staff in hand.

OLD MAN MARZO
<Gasp> (then, relieved) Evil-Lyn.

EVIL-LYN smirks in OS direction-- re: the Barbarians.

EVIL-LYN
(derisive) Stealing coins, Marzo?
You could certainly put your
talents to better use.

OLD MAN MARZO
(scowls) I'm through with Skeletor.

EVIL-LYN
Forget Skeletor. It's *I* who needs
your services. A spell. One that
will open a gateway to Despondos.

WIDER - Marzo with a derisive snort.

OLD MAN MARZO
Despondos? Have you any idea of
what resides there...who resides
there.

EVIL-LYN gets a sly, greedy look in her eye.

EVIL-LYN
Yes. Hordak. Just think of how he
will reward me for freeing him...
With your help of course.

OLD MAN MARZO - considers this, then starts to head away.

OLD MAN MARZO
Too dangerous.

WIDE TO REVEAL - 5 BARBARIANS are charging his way.

BARBARIAN #1
There he is!

MARZO freaks...but before he can flee...an AXE-LIKE weapon
zooms in...and pins Marzo to a wall. WHOOSH...WHOMP!

BARBARIANS close in. MARZO'S eyes are wide with fear.

EVIL-LYN - smirks and pulls something out -- Marzo's AMULET -- & aims it at him.

ON MARZO - hit by the amulet glow, in a burst of EFX, he TRANSFORMS to his powerful younger self -- freeing himself from the axe at the same time.

THE BARBARIANS - They stop dead in their tracks, jaws agape.

MARZO - looks at his powerful new self -- then smiles at the Barbarians.

THE BARBARIANS hesitate nervously, then get scowls on their faces and come at him anyway....

MARZO - uses his fists to clobber the Barbarians -- trails of FX come off his lightning fast hand-to-hand moves. It's over in a flash -- as he whomps them: one, two, three, four, five.

MARZO comes to Evil-Lyn -- his eyes full of longing and greed, at what she's holding. He reaches for the amulet...

COUNT MARZO
My amulet.

ANGLE - the amulet shoots out a ZAP at his hand, like an electroshock forcefield. He recoils his hand in pain.

EVIL-LYN
It's power is in my control...until
I decide to give it up.

CLOSE ON EVIL-LYN - sly smirk.

EVIL-LYN
Now then, do we have a deal? Yes,
of course we do.

EXT. SIDE STREET - SOON

FOLLOW as EVIL-LYN and MARZO head down a dark side street.

COUNT MARZO
To free Hordak, the spell must be
cast in one of his places of power.
You know such a place?

EVIL-LYN considers.

EVIL-LYN

His former sanctuary is destroyed.
(gets an idea) But there *is* another
place...

REVEAL - a shadowy figure crawls out of a rocky crevice in
the street, overhearing...REVEAL - it's KOBRA KHAN.

INT. RUINS OF THE SNAKE TEMPLE - LATER

MATCHING - ON KHAN - he is speaking to OS KING HISS:

KOBRA KHAN
...the Well of Darkness, my king.

REVERSE ON KING HISS - eyes seething -- all heads are out.

KING HISS (HEADS IN UNISON)
So Evil-Lyn dares free my ancient
enemy!

PULL IN on the eyes of his center head, DISSOLVE THRU TO:

EXT. ANCIENT BATTLEFIELD- FLASHBACK

<As seen in EP. 35> SNAKE MEN - their snake skin SIZZLING
and BURNING -SIZZLE FX - vapors rising from their skins!

KING HISS surprised, fearful as his skin too starts
sizzling.

HORDAK - delights in the sights and sounds of his enemies
torment. END FLASHBACK; DISSOLVE BACK TO:

INT. SNAKE TEMPLE - PRESENT TIME

WIDE - HISS, RATTOR, KHAN - Hiss MORPHS into SINGLE HEAD
form (reverse transformation - His head grows out of the
throat of the main head, the snakes form arms), commands:

KING HISS
Gather the troops. We march to the
Well of Darkness.

RATTOR
(concerned) My King, it is already
first moon. It is vital --

KING HISS
(interrupts, seething)
-- that Hordak never return to
Eternia! (sly) Once I have put an
end to that, I will call forth the
mighty Aspis as planned.

KHAN - bows to HISS, really sucking up and smug.

KOBRA KHAN

I am honored to have served you in
this way my king. (with an edge)
With information that even your
brilliant generals failed to
provide.

RATTOR is glaring at Khan. His tail RATTLES. KHAN
smirks.

EXT. EDGE OF A FOREST - SAME TIME

MAN-E-MONSTER heads out of the forest, sniffing.

MAN E FACES (MONSTER)

Good thing you called me in. Takes
a monster to sniff out a snake.

Fisto follows. Adam & a reluctant Cringer bring up the rear.

A VINE-COVERED ROCK FACE - It's the base of a large
mountain. To one side we can see a grove of trees. MAN E
does one final sniff, as Fisto steps in.

MAN E FACES <MONSTER>

End of the line.

WIDER - Adam steps in, starts to feel around the rock face.

ADAM

Bet there's some kind of hidden
door --

FISTO - waves Adam off, draws back his huge fist; punches a
huge hole in the wall. Behind it a passage leads down. WIDEN
as Fisto turns to a dumbfounded Adam.

FISTO

Not hidden anymore.

MAN-E switches to Robot face, activates his wrist com.

MAN-E-FACES (ROBOT)

Man-At-Arms. We have found an
entrance to the Snake Men's lair.

INTERCUT - THE SKIES OVER DARK HEMISPHERE - MAA, TEELA ON
BATTLE HAWKS fly side by side as MAA checks his MACE SENSOR.

MAN AT ARMS

Got your position. We're on the way.

BACK ON SCENE - ADAM looks into the hole in the rock when Cringer backs away making worried CAT NOISES. Adam turns.

ADAM
What is it, Cringe?

SMASH BACK as 4 SNAKE MEN charge out the hole, shoving Adam OS hard. Cringer races away, terrified.

FISTO - as 2 Snake Men leap at him, he WHOMPS them OS with his huge fist.

ADAM leaps up -- starts to run OS, trying to make it around the side of a rock formation...CRINGER follows.

ADAM
Good time for He-Man to make an appearance.

Suddenly, a SNAKE MAN leaps into his path and WHOMPS ADAM with his tail. Adam goes flying...

NEARBY GROVE OF TREES - ADAM lands hard, dazed. CRINGER races in and nudges him worriedly.

BACK ON SCENE - MAN-E-ROBOT blasts a Snake Man, when suddenly long arms wrap around him from behind & squeeze so he drops the blaster. ADJUST: It's SSSQUEEZE emerging out of the hole.

MAN-E-FACES (ROBOT)
<grunt of pain>

WIDER - Sssqueeze steps out, pulls Man-E close, shows fangs.

SSSQUEEZE
You look like a tasty one!

Man-E switches to Monster Face and goes berserk.

MAN-E-FACES <MONSTER>
RRRRRRRRRR!!!!

He flexes his arms, Sssqueeze goes flying back OS.

A TREE - Sssqueeze flies in, hits the tree. He's about to get up -- when suddenly, the TREE LIMBS constrict around him -- as if coming to life -- binding him to the tree.

SSSSQUEEZE

<surprised hissy exclamation>

ON FISTO - he has a Snake Man's tail in his huge fist, swings the guy around and hurls him. At the same time...(we see the tree and the trapped Sssqueeze in the b.g) -- MOSS MAN comes gliding towards FISTO and MAN E FACES, "riding" on a disk-like shape of green moss.

MOSS MAN

Heard a commotion, figured I could offer a little help.

MAN-E switches back to Human face, smiles then looks around.

MAN-E-FACES

Could use all we can get. Where's Prince Ad--?

Suddenly all three (FISTO, MAN E and MOSS MAN) are hit by a huge concussion blast that sends them flying.

FISTO, MAN E, MOSS MAN

<impact GRUNTS>

WIDE - King Hiss, Rattlor, Kobra Khan, TUNG LASHOR and two more SNAKE MEN stand before the opening in the rock. Hiss has his Scepter in hand and it's smoking. He commands.

KING HISS

Tung Lashor, Kobra Khan! Finish them, then follow after us.

Khan and Tung bow acknowledgment as Hiss moves off, followed by Rattlor and the two Snake Men.

MOVING - KING HISS - without missing a stride, aims his scepter at the tree and Sssqueeze....

ANGLE - the scepter blast explodes the branches binding Sssqueeze and he falls to the ground, free.

Khan and Tung move OS towards the downed and fallen Masters.

EXT. GROVE OF TREES - CONT

ADAM comes out of his daze, to consciousness, as he hears:

KOBRA KHAN (OS)

You heard King Hiss.

ADAM gets up, peeks around a tree, reacts!

WIDE - Khan is addressing the Snake Men who are recovering from their defeat.

KOBRA KHAN (CONT'D)
No one must stop him from reaching
The Well of Darkness..

Sssqueeze steps in, shoves Khan aside.

SSSQUEEZE
You don't give orders, Khan. You
obey them. <points OS, commands the
Snake Men> Destroy them.

SSSQUEEZE & KHAN and 4 SNAKE MEN come at the downed Masters.

MOSS MAN - rises up and emits a huge moss blast.

MOSS MAN
You might wanna rethink that.

ANGLE - all 4 SNAKE MEN get slammed back to the cliff wall.

ANGLE - FAVOR KHAN - he and the others are bound by moss against the cliff wall. Khan's neck flares....and he shoots out a mega-shot of acid.

MOSS MAN gets the brunt of the acid blast; it singes his moss self as well as blinds him...even as FISTO & MAN E also get blasted by venom. All grab their eyes in pain. <STEAMY HISS>

SSSQUEEZE rips the Snake Men free of the moss...ADJUST ANGLE -- ...as they all come at the downed Masters.

THE 2 MASTERS & MOSS MAN lay dazed and pained on the ground, (or maybe one of them on their knees) clutching at their eyes, as the Snake Men close in, licking their chops.

EXT. GROVE OF TREES - CONT.

ADAM draws his sword. Cringer nearby. But before Adam can get all the words out...

ADAM
(lifts sword) By the power--wha--?

ANGLE --...suddenly a long tongue comes whipping in and grabs Adam's arm -- making his sword drop to the ground!

PULL BACK to reveal TUNG LASHOR. He begins to reel Adam in with his tongue. <dialog note: he speaks with his tongue out>

TUNG LASHOR (OS)
Power? You have no power weakling.

CLOSER ON ADAM, and on his jeopardy, we...

END ACT ONE

ACT TWO

EXT. GROVE OF TREES - CONTINUOUS

ADAM - Adam struggles as Tung Lashor pulls him closer.

ANGLE ON SOME NEARBY BUSHES - A trembling Cringer peeks his head out, looking afraid. Then he gathers his courage and with a <MROWWW> leaps OS.

ADAM, TUNG LASHOR - Adam is almost in range of Tung's claws when Cringer enters frame and bites down on Tung's tongue.

TUNG LASHOR
<SCREAM!!!>

Tung's tongue releases Adam.

TIGHT - Tung tries to pull away from Cringer. Cringer yanks back, then lets go as Tung pulls harder. Tung hurtles OS.

TUNG LASHOR
Aggggggggh!

CRINGER - He is dazed by his own bravery, as Adam steps in, sword in hand, smiles at him.

ADAM
You've got more BattleCat in you
than you think, Cringer.

ADAM raises the Sword & TRANSFORMS to He-Man (SNAKE ARMOR).

ADAM/HE-MAN
By the Power of Grayskull!/
I have the power!

He points his sword at CRINGER - who TRANSFORMS into BATTLECAT. WIDER - He-Man leaps onto BattleCat.

EXT. EDGE OF FOREST -CONT.

THE 4 SNAKE MEN are holding FISTO and MAN E FACES.
SSSQUEEZE smirks, then addresses KOBRA KHAN.

SSSQUEEZE
Dinner time. (taunting) Go ahead
Khan, you first.

KHAN moves closer, not real big on eating people, but then smiles wanly, wants to be one of the boys.

KHAN
(slight hesitancy) Uh, yes. With
pleasure.

SSSQUEEZE starts to extend his long arms down towards Mossman, licking his chops.

SSSQUEEZE
Never had a taste for vegetables,
but there's a first time for
everything.

Suddenly, a SNAKE FORK shoots in & knocks SSSQUEEZE back.

HERO SHOT - REVEAL - HE-MAN charging in on BATTLECAT. He leaps out of the saddle --- and flips in Mid-air.

4 SNAKE MEN - They let go of the Masters and look up to follow He-Man's flight as he vaults over them.

BATTLECAT uses the diversion to plow through them, sending the 4 Snake Men flying in all directions.

HE-MAN lands as KHAN charges, neck flaring & shoots venom. He-Man brings his shield up to deflect the venom, then spins & uses his fist to smash Khan...who flies back into a tree or rock formation.

ANGLE - Sssqueeze leaps in at He-Man, who deftly moves aside... grabs one of Sssqueeze's arms, spins him around and lets him go...so Sssqueeze flies OS.

KHAN - just getting to his feet ...when Sssqueeze flies in; knocks him back again. <into tree or rock formation, dazing them both>

MAN-E-FACES - rubbing at his eyes, pained -- then spins to Robot face.

MAN-E-FACES (ROBOT)
He-Man. The Prince --

HE-MAN
I sent him back to the Palace.

WIDER - Fisto -- rubbing his eyes, steps in.

FISTO
Blasted reptiles surprised us.

ON MOSS MAN - rubbing at his eyes, seeing something OS.

MOSS MAN
And they're coming back for more.

They look.

FULL - 4 SNAKE MEN, KHAN, SSSQUEEZE...now joined by TUNG
LASHOR - have regrouped...as Sssqueeze commands.

SSSQUEEZE
Attack!!!

They start forward when missiles streak in before them and
explode, scattering them.

THE SKY - TWO BATTLE HAWKS - MAA pilots one, TEELA the
other. They streak forward.

SSSQUEEZE shouts, as SNAKE MEN run, heading towards the
opening/hole in the mountain that leads to their lair.

SSSQUEEZE
Retreat!!!

WIDE - The Snake Men all race into the hole in the rock.

The Battle Hawks land nearby. MAA and Teela leap out.

TIGHT - HE-MAN - as MAA and Teela hurry in to join him.

MAN-AT-ARMS
What's the situation?

HE-MAN leaps upon BATTLECAT -- looks OS.

HE-MAN
King Hiss is heading for the Well
of Darkness --

MAA nods concerned.

MAN AT ARMS
We know he's been planning
something big...

HERO SHOT - as He-Man mounts BattleCat.

HE-MAN
Whatever it is, I'll deal with it.

Teela whirls her staff cockily, ready to go into the hole.

TEELA

And we'll clean up the snake nest.

HE-MAN - as BattleCat ROARS & they race OS.

EXT. THE WELL OF DARKNESS (EP 24) - NIGHT

TIGHT ON EVIL-LYN, climbing, a greedy, excited look in her eye. COUNT MARZO follows, looking less than thrilled. WIDEN - TO REVEAL where they are. THE WELL OF DARKNESS & they're climbing the stairs of the column at the Well's center.

CLOSE - They get to the top, as Evil-Lyn revels in the moment.

EVIL-LYN

With Hordak free, I will gain power
enough to make even Skeletor
tremble before me.

EVIL-LYN raises her staff, looks to Marzo to join in...but he seems reluctant, grumpy and suspicious.

COUNT MARZO

And what do I get out of it?

EVIL-LYN holds out the amulet. MARZO eyes it greedily. He reaches for it, Evil-Lyn pulls it away.

EVIL-LYN

After the spell is cast.

WIDE - Marzo nods grumpily. Evil-Lyn raises her staff, Marzo frowns and holds up his hands.

DRAMATIC - They fire a constant stream of MAGIC BEAMS at the center of the Well. SFX: THUNDER as a huge wave of bristling energy radiates outward from the center lighting up the entire area. The Runes on the Well Stones GLOW.

EXT. THE RIVER OF FIRE - SAME TIME

KING HISS, Rattlor and Snake Men #1 & #2 emerge from a crevice in a mountain onto a rocky shelf. SFX: RUSHING RIVER OS. SMOKE rises from OS below. KING HISS pauses and looks far out into the distance at darkening clouds.

KING HISS

(seething) See how the sky darkens.
They have begun to set Hordak free!

WIDE - We see now that that the rock shelf they're on is 50 yards above a fast-moving river of flaming lava. Large slabs of volcanic rock float on its surface like ice-bergs in an ice floe.

KING HISS
We must hurry to the Well of
Darkness.

RATTOR notes the spiky terrain flanking the river. <<There is no "bank" to the river -- merely sharp needle-like lava formations protruding out from cliffs. Imagine it like a fiery river at the bottom of the Grand Canyon and the canyons walls spiky protrusions -- ala anti-bird spikes at a marina.>

RATTOR
But my king, the banks of the River
of Fire are impossible to traverse.

CLOSE ON HISS - he steps to the edge of the ledge. DRAMATIC
- The fiery lava river below is moving astoundingly fast.

KING HISS
We shall take the river itself!

KING HISS leaps down off the rock shelf -- ADJUST ANGLE -- a long drop...it appears he's gonna land in the hot lava fiery river, until at the last sec, a HUGE ROCK SLAB shoots past & he lands on it!

RATTOR looks down. His tail rattles nervously for a sec, then he barks to the other two SNAKE MEN.

RATTOR
You heard the king!

RATTOR leaps OS -- and then the others do likewise.

WIDE - RIVER - RATTOR and the TWO SNAKE MEN each land on separate fast moving slabs. ADJUST ANGLE - We see Hiss in the lead, Rattlor behind him a few metres, then Snake Man #1 & #2. They move forward, jumping from slab to slab as appropriate. <<Think: rafts on fast-moving turbulent rapids, b.g. PANS, etc. as the current propels the slabs. We also see some slabs melt away - dissolved by the molten lava.>>

TILT UP - TO THE LEDGE ABOVE THE RIVER - He-Man and BattleCat ride up to the end of it, look down.

POV- DOWN ANGLE - HE-MAN - He sees Hiss and company heading down the rapid, turbulent, fiery river of lava.

BATTLECAT <GROWLS>. The lava spooks him. He-Man pats him.

HE-MAN

It's okay, Battlecat. If you want
to wait here--

He-Man is cut off as Battlecat heroically roars and leaps
off the ledge towards the river!

HERO SHOT, UPWARD - He-Man & BattleCat plummet downward...

A SLAB IN THE RIVER - He-Man and BattleCat land on the slab.
<<NOTE: Snake Men don't see him, he's behind them. Plus
there's lotsa smoke rising from the steaming lava.>

WIDE - He-Man and BattleCat leap from slab to slab until a
splash of lava splashes up and singes BattleCat's face
armor, starts dissolving it -- he rears up, spooked and
pained. HE-MAN quickly knocks the face armor off BC, then
pats him.

HE-MAN

Easy, Battlecat.

HE-MAN climbs off BattleCat, leaves him behind...FOLLOW As
HE-MAN leaps from fast moving slab to fast moving slab --
until he spots Snake Man #1 ahead, back to him. He-Man
leaps...

SNAKE MAN #1 - As He-Man lands behind him, Snake Man #1
whirls, takes a swing at He-Man. He-Man blocks, throws an
elbow to the jaw, knocks Snake Man #1 OS.

SNAKE MAN #2 - He rides a fast moving slab, as Snake Man #1
flies into frame, lands on him. They fall with ANGRY HISSES.

RATTLOR hears the hisses, looks over his shoulder. Scowls,
his tail <RATTLES> & he springs forward.

RATTLOR

He-Man!

A SLAB - Rattlor lands on it, just as the slab He-Man is on
comes rushing in beside it. Rattlor's jaws open, his
articulated neck shoots forward.

HE-MAN - He extends the SNAKE FORK.

THE SLABS - SIDE BY SIDE - He-Man's fork catches Rattlor's
striking neck. Rattlor writhes angrily as He-Man twists the
Fork, sending Rattlor flying OS..

ANOTHER SLAB - Rattlor lands on it, hard, on his back.

RATTLOR
<impact grunt>

<<NOTE: thru all this, HISS is on the lead slab, many yards ahead, not seeing any of this.>

HE-MAN - retracts the fork, is about to leap after Rattlor, when he hears OS <HISSES>. He looks back.

POV - HE-MAN - Snake Men #1 & #2 are back in the fight and jumping from slab to slab toward him.

KING HISS now glances back and sees: HE-MAN battling his Snake Men. He glowers and continues forward -- he's got a more important goal in mind.

A BIG SLAB - He-Man uses sword and shield to fend off claw and tail attacks from Snake Men #1 and #2 who are on either side of the same slab He-Man's on.

CLOSER - He-Man ducks a tail swipe from Snake Man #1, extends his shield; smacks him in the gut. He's knocked back to the edge of the slab...

THE CLIFF OVER THE RIVER BANKS - a huge chunk of rock breaks off (like ice off a glacier) and falls into the river with a huge SPLOSH and lava splashes up at it. CLOSER - HE-MAN is doused in lava and cries out, grabs at his eyes.

HE-MAN
<cry of pain>

SNAKE MAN #2 uses the opportunity, shows fangs, leaps at He-Man.

Suddenly, BATTLECAT <<sans helmet & face armor>> comes leaping in from out of nowhere...& knocks Snake Man #2 into the fast-moving lava river!

SNAKE MAN #1 - shakes off his blow and leaps at He-Man -- He-Man does a deft move, ducks under the guy and flips him...so he too flies into the lava river. <SPLOSH...HISS>

THE SLAB hits more violent "bumps." BATTLECAT starts to lose his footing, is in danger of slipping into the lava river. He claws at the slab, like a cat on a linoleum floor.

HE-MAN moves to help BattleCat, when suddenly...Rattlor leaps in from behind, grabs him in a bear hug. He-Man struggles -- the slab is very unsteady, the river rapid and turbulent -- as both Rattlor & He-Man try to keep their footing.

BATTLECAT - struggles even more to keep from falling off the slab, his claws scratching, struggling to hang on.

RATTLOR'S head darts down at He-Man's neck. He-Man jerks his right shoulder out of Rattlor's grasp, brings the shoulder guard of his Snake Armor into his neck, blocks Rattlor's bite. Rattlor cracks his fangs <<TEETH BREAK OFF>> & is pained as he lets He-Man go.

HE-MAN - quickly moves to BATTLECAT, helps him get better footing and back on the slab.

HE-MAN - then turns his attention back to RATTLOR - who holds a hand to his broken fangs.

RATTLOR
<garbled ANGRY HISS>

HE-MAN
Looks like soft food from now on,
Rattlor. <<Looks like soft food for
a while, Rattlor.>>

He-Man steps in, uses a spinning kick to knock Rattlor OS.

ON A SLAB - KING HISS - He sees as Rattlor flies in, lands beside him, dazed.

TIGHT ON HISS - as he looks behind him at the fast approaching He-Man -- scowls.

HISS MORPHS into MULTI HEAD form...springs forward.

WIDE - Hiss's jump takes him to one side of a large slab. He-Man flips into frame; lands on the other side. Hiss charges He-Man, heads snapping. He-Man leaps over Hiss's heads.

HE-MAN - He lands behind Hiss, turns and simultaneously extends his shield and his Snake fork.

ON HISS - He turns. His two left heads are bashed by the incoming shield; his two right heads are caught by the Fork.

WIDE - Hiss's center head rears back to strike as He-Man's shield & fork hold the other heads back. After dodging a few scary snaps of Hiss' massive jaws, He-Man head butts him.

KING HISS
<CRY of pain>

HISS reels back, is knocked on his back.

HE-MAN - draws his sword, rushes at Hiss...who brings his Scepter up and fires a blast.

He-Man partially blocks the blast with his sword but reels backwards...he's now at the edge of the slab.

RATTOR leaps in beside HISS. They both come at He-Man -- who's got nowhere to go -- the raging fiery river inches from his heels.

HE-MAN sees: BATTLECAT on a slab, fast moving into view.

HE-MAN smashes his sword onto the slab he & Hiss and Rattlor are on.

THE SLAB - starts to crumble...But even as that occurs...

HE-MAN leaps off and lands on BATTLECAT, who's rushing by on an adjacent slab. They see:

HISS and RATTOR - alarmed as their slab crumbles below them, they tumble into the raging lava river-- a HISS/SPLASH FX (as if falling into acid)

HISS/RATTOR

No.....

HE-MAN pats BATTLECAT, as Hiss & Rattlor go down without a trace.

ANGLE - suddenly the SORCERESS'S FACE appears in the steam rising from the lava river.

SORCERESS

He-Man..there is a great evil about to be unleashed.

HE-MAN

Taken care of. King Hiss is gone. Whatever he was after at the Well of Darkness --

SORCERESS

-- No. It is not King Hiss. I sense the presence of...Hordak.

CLOSE ON HE-MAN - alarmed, realizes.

WIDER- HE-MAN and BATTLECAT leap from slab to slab forward along the lava river...racing as fast as they can.

CLOSE ON HE-MAN - as he "explains" to BattleCat.

HE-MAN
King Hiss wasn't going to the Well
of Darkness to *cause* something to
happen, he was going there to
prevent something. (with dread)
Hordak's escape...

EXT. WELL OF DARKNESS- SAME TIME

The runes on the Well Stones GLOW with power; fire dark
energy beams upwards. The beams connect above the Well to
make a CIRCLE OF MAGIC POWER. TILT DOWN - atop the column,
Evil-Lyn and Marzo cease their magic.

CLOSE - MARZO, EVIL-LYN - Evil-Lyn looks upward.

EVIL-LYN
Everything is ready, Marzo.

MARZO looks at her -- again reluctant. EVIL-LYN pulls out
the amulet and dangles it seductively. He wants it badly.

COUNT MARZO
(frowns) I hope you know what you
are doing.

FAVOR MARZO - He lifts his hands to the sky...& he himself
starts to rise into the air...very dramatic...more then
ever, we now understand why this guy is so powerful. <DIALOG
NOTE: The "Despondos" are in a softer voice than the other
words, but then the final DESPONDOS is super loud.>

COUNT MARZO
Despondos, Despondos, Drooska Ma-
Kar...Ear-katos Vay-doc Despondos,
Despondos...Ma-Kar Despondos
DESPONDOS!

MARZO - his palms fire a huge beam of magic upwards.

THE CIRCLE OF MAGIC POWER - Marzo's beam hits it. Crackling
RIFT EFX appear in it. Slowly the rift widens.

UPWARD ANGLE - THE RIFT - It is completely open, a wide
GLOWING circle of energy. CRACKING LIGHTNING & THUNDER
crashes thru the sky.

EVIL-LYN - looks up, awed and thrilled. Dramatic pose -- as
wild FX play across her face. THUNDER and LIGHTNING FX!

EVIL-LYN
Oh great and mighty Hordak -- I
summon thee!

THE RIFT - CREEPY - as the thunder and lightning die down...all grows very still....as Hordak's head and powerful silhouette start to appear there.

EVIL-LYN - She looks up, giddy with triumph, then hears:

HE-MAN (OS)
Hate to spoil your fun --

EVIL-LYN GASPS as she sees: HE-MAN - stands to one side of the Well holding one of the huge Well Stones over his head with both hands.

HE-MAN
But Hordak's not welcome here.

HE-MAN mightily flings the stone OS.

EVIL-LYN & MARZO leap OS as: WIDE - The Well Stone smashes into the column, toppling it. It smashes into another Well Stone...

EVIL-LYN lands -- then watches in horror:

OTS EVIL-LYN - WIDE - The well stones start a chain reaction sending all the stones crashing down onto the Well. FX: HUGE MAGICAL PYROTECHNICS! This is huge, epic, dramatic...the money shot to beat all money shots!!

THE RIFT - gets sucked downwards --- and abruptly disappears as we HEAR OVER:

HORDAK'S VOICE (VO)
Noooooooo!

CLOSE ON EVIL-LYN - horrified.

EVIL-LYN
No!

ON MARZO - as he comes up beside the fallen EVIL-LYN and sees -- lying on the rocky ground --- his AMULET.

MARZO
(greedy, excited) Yes!

EVIL-LYN looks -- is about to blast him before he can get to it, when Marzo sees something behind her and OS...

EVIL-LYN spins to see: HE-MAN - is charging towards the both of them. She seethes at him:

EVIL-LYN

(seething) You-ruined-everything.

EVIL-LYN lets loose a fierce Staff Blast (like in the pilot)

HE-MAN is catapulted far by the nuclear MAGIC BLAST.

HE-MAN
<huge impact GRUNT!>

EVIL-LYN turns to MARZO, seething at him:

EVIL-LYN
As for you, we keep trying until we
get it right.

MARZO smirks -- as we REVEAL he now has his amulet.

COUNT MARZO
I think not. Hordak stays in his
place.

EVIL-LYN angrily raises her staff, about to blast him.

MARZO - lifts his amulet and lets loose a fierce blast.

EVIL-LYN is catapulted by his fierce magic -- blasted far
OS.

ON MARZO - as he laughs slyly.

COUNT MARZO
And weak magicians such as yourself
need to know their place.

MARZO gets surrounded by a glow from his amulet...levitates
and dramatically whooshes off thru the sky.

CUT TO: NEARBY - ANGLE ON THE GROUND - HE-MAN stirs as
BATTLECAT nudges him awake.

EXT. EDGE OF A FOREST -SAME TIME

WIDE - Fisto, Moss-Man, MAA (and maybe a few more Masters as
well) stand a few metres back from the hole in the rock,
guarding a few shackled Snake Men (no "name" guys). MAN E
FACES and TEELA come out of the hole, move to them.

TEELA
The others got away.

MAA nods, raises a remote DETONATOR, uses it.

THE MOUNTAIN - explodes! PULL BACK TO MAA, TEELA and FISTO.

FISTO
That's one hideout they'll never
use again.

MOSS MAN - shoots out a wave of magic FX at the rubble...so
it gets covered over by LUSH GREEN MOSS. He nods
approvingly.

MOSS MAN
Looks a lot better now, doesn't it?

ON MAA - he looks off to the horizon.

MAN-AT-ARMS
Let's just hope He-Man was able to
stop King Hiss from putting his
evil plan into action.

EXT. WELL OF DARKNESS - LATER

LONG DOWN ANGLE - He-Man & BattleCat ride away from the
Well.

HISS, RATTLOR - on a rise overlooking the Well. They appear
all bbq-ed & blackened -- as if half-dead from the lava.

KING HISS
How considerate of He-Man to keep
Hordak from interfering with my
plans!

ANGLE - Suddenly, CRACKLING SOUNDS -- as they shed their
blackened snake skin -- and have new skin underneath.

KING HISS (CONT'D)
Now there is nothing to stop me
from freeing the mighty Aspis...

HISS - bursts into multi-head form.

KING HISS (HEADS IN UNISON)
...and ruling Eternia once more!

And on Hiss's triumphant, sinister glee, we...

FADE OUT.

THE END

FADE IN:

MORAL TAG

EXT. GRAYSKULL - DAY

HE-MAN sits upon BATTLECAT -- the Castle looming in the b.g., as he addresses camera.

HE-MAN

Evil-Lyn trusted Marzo...but he
double-crossed her.

ON HE-MAN - as he pats BATTLECAT.

HE-MAN

Trust is a two-way street. To
receive someone's trust you need to
prove that you're someone who can
be trusted. And let's face it,
Evil-Lyn is anything but.

(looks at BattleCat)

So BattleCat...can you say "until
next time?"

HOLD ON BATTLECAT - he cocks his head. Is he gonna talk? A
beat, then he opens his mouth and ROARS.

HE-MAN smiles and pats BattleCat.

HE-MAN

(smiling) Close enough.

FADE OUT